

JUL 21 '11 -4 30 PM

SURFACE TRANSPORTATION BOARD



July 21, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Rider No. 1 to the Master Lease Agreement dated as of July 14, 2011 between the following parties:

Lessee: AG Processing Inc a cooperative
12700 West Dodge Road
Omaha, NE 68154

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (93) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 1 to the Master Lease Agreement dated as of July 14, 2011 related to ninety-three (93) railcars bearing reporting marks: AGPX 96000-96099, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Documentation Coordinator

JUL 21 '11 -4 30 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF RIDER NO. 1 TO THE
MASTER LEASE AGREEMENT**

This **MEMORANDUM OF RIDER NO. 1 TO THE MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 14th day of July, 2011, is intended to evidence the Master Lease dated as of June 29, 2011 and subsequent Rider Number 1 to the Master Lease dated June 29, 2011 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **AG PROCESSING INC A COOPERATIVE**, an Iowa corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ninety-three (93) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below their signatures.

THE DAVID J. JOSEPH COMPANYBy: Kelly C. PoelleinName: Kelly C. PoelleinTitle: Vice President Finance - BrokerageDate: July 14, 2011**AG PROCESSING INC A COOPERATIVE**By: GREG TWISTName: GREG TWISTTitle: SENIOR VICE PRESIDENT
RAIL TRANSPORTATIONDate: 7/15/2011
LEGAL REVIEW

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 14th day of July, 2011, by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M Woodard
Notary Public

My Commission expires 9-24-12.



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS:

The foregoing instrument was acknowledged before me this 15th day of July, 2011, by GREG TWIST, the SE VP TRANSPORTATION of AG Processing Inc a Cooperative, an Iowa corporation, on behalf of the corporation.

Ann M Mann
Notary Public

My Commission expires 11-7-2013

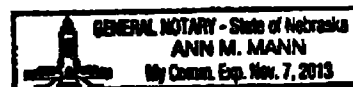


EXHIBIT A

To the Memorandum of Lease dated July 14, 2011, between The David J. Joseph Company and Ag Processing Inc a Cooperative.

DESCRIPTION OF UNITS

Ninety-three (93) railcars bearing reporting marks:

| Old Number | | New Number | |
|------------|-------|------------|-------|
| AGPX | 96000 | DJTX | 96000 |
| AGPX | 96001 | DJTX | 96001 |
| AGPX | 96002 | DJTX | 96002 |
| AGPX | 96003 | DJTX | 96003 |
| AGPX | 96004 | DJTX | 96004 |
| AGPX | 96005 | DJTX | 96005 |
| AGPX | 96007 | DJTX | 96007 |
| AGPX | 96008 | DJTX | 96008 |
| AGPX | 96009 | DJTX | 96009 |
| AGPX | 96010 | DJTX | 96010 |
| AGPX | 96011 | DJTX | 96011 |
| AGPX | 96012 | DJTX | 96012 |
| AGPX | 96013 | DJTX | 96013 |
| AGPX | 96014 | DJTX | 96014 |
| AGPX | 96015 | DJTX | 96015 |
| AGPX | 96016 | DJTX | 96016 |
| AGPX | 96017 | DJTX | 96017 |
| AGPX | 96018 | DJTX | 96018 |
| AGPX | 96019 | DJTX | 96019 |
| AGPX | 96020 | DJTX | 96020 |
| AGPX | 96021 | DJTX | 96021 |
| AGPX | 96022 | DJTX | 96022 |
| AGPX | 96023 | DJTX | 96023 |
| AGPX | 96024 | DJTX | 96024 |
| AGPX | 96025 | DJTX | 96025 |
| AGPX | 96026 | DJTX | 96026 |
| AGPX | 96027 | DJTX | 96027 |
| AGPX | 96028 | DJTX | 96028 |
| AGPX | 96029 | DJTX | 96029 |
| AGPX | 96030 | DJTX | 96030 |
| AGPX | 96031 | DJTX | 96031 |
| AGPX | 96032 | DJTX | 96032 |
| AGPX | 96033 | DJTX | 96033 |
| AGPX | 96034 | DJTX | 96034 |
| AGPX | 96035 | DJTX | 96035 |
| AGPX | 96037 | DJTX | 96037 |
| AGPX | 96038 | DJTX | 96038 |
| AGPX | 96039 | DJTX | 96039 |
| AGPX | 96040 | DJTX | 96040 |
| AGPX | 96042 | DJTX | 96042 |
| AGPX | 96043 | DJTX | 96043 |
| AGPX | 96044 | DJTX | 96044 |

| | | | |
|------|-------|------|-------|
| AGPX | 96045 | DJTX | 96045 |
| AGPX | 96046 | DJTX | 96046 |
| AGPX | 96047 | DJTX | 96047 |
| AGPX | 96048 | DJTX | 96048 |
| AGPX | 96049 | DJTX | 96049 |
| AGPX | 96050 | DJTX | 96050 |
| AGPX | 96051 | DJTX | 96051 |
| AGPX | 96052 | DJTX | 96052 |
| AGPX | 96053 | DJTX | 96053 |
| AGPX | 96054 | DJTX | 96054 |
| AGPX | 96055 | DJTX | 96055 |
| AGPX | 96056 | DJTX | 96056 |
| AGPX | 96057 | DJTX | 96057 |
| AGPX | 96058 | DJTX | 96058 |
| AGPX | 96059 | DJTX | 96059 |
| AGPX | 96060 | DJTX | 96060 |
| AGPX | 96061 | DJTX | 96061 |
| AGPX | 96063 | DJTX | 96063 |
| AGPX | 96064 | DJTX | 96064 |
| AGPX | 96065 | DJTX | 96065 |
| AGPX | 96066 | DJTX | 96066 |
| AGPX | 96067 | DJTX | 96067 |
| AGPX | 96068 | DJTX | 96068 |
| AGPX | 96070 | DJTX | 96070 |
| AGPX | 96071 | DJTX | 96071 |
| AGPX | 96072 | DJTX | 96072 |
| AGPX | 96073 | DJTX | 96073 |
| AGPX | 96074 | DJTX | 96074 |
| AGPX | 96075 | DJTX | 96075 |
| AGPX | 96076 | DJTX | 96076 |
| AGPX | 96077 | DJTX | 96077 |
| AGPX | 96078 | DJTX | 96078 |
| AGPX | 96079 | DJTX | 96079 |
| AGPX | 96080 | DJTX | 96080 |
| AGPX | 96081 | DJTX | 96081 |
| AGPX | 96082 | DJTX | 96082 |
| AGPX | 96084 | DJTX | 96084 |
| AGPX | 96085 | DJTX | 96085 |
| AGPX | 96086 | DJTX | 96086 |
| AGPX | 96087 | DJTX | 96087 |
| AGPX | 96088 | DJTX | 96088 |
| AGPX | 96089 | DJTX | 96089 |
| AGPX | 96090 | DJTX | 96090 |
| AGPX | 96092 | DJTX | 96092 |
| AGPX | 96093 | DJTX | 96093 |
| AGPX | 96094 | DJTX | 96094 |
| AGPX | 96095 | DJTX | 96095 |
| AGPX | 96096 | DJTX | 96096 |
| AGPX | 96097 | DJTX | 96097 |
| AGPX | 96098 | DJTX | 96098 |
| AGPX | 96099 | DJTX | 96099 |